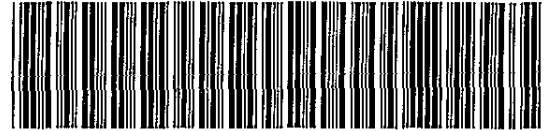


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

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(Document Number)

Certified Copies _____ Certificates of Status _____

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CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

712 S. OREGON AVENUE
TAMPA, FLORIDA 33606-2543

MICHAEL R. CAREY
DOUGLAS P. MANSON
E. ASHLEY MCRAE
RANDALL P. MUELLER
ANDREW M. O'MALLEY
DAVID M. PEARCE
DANIEL D. WHITAKER

March 17, 2003

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TALLAHASSEE, FLORIDA

TELEPHONE: 813-250-0577
FACSIMILE: 813-250-9898

Corporate Records Bureau
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: AAA Luxury Rentals, LLC

To Whom It May Concern:

Enclosed for processing are two originals of Articles of Organization for AAA Luxury Rentals, LLC. Please file one original and certify and return one to me.

Also enclosed is our firm check in the amount of \$130.00, to cover the following costs:

1.	Filing fee	\$100.00
2.	Designation of Registered Agent	25.00
3.	Status Certificate	<u>5.00</u>
	Total	\$130.00

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.



Nancy Barnes, Paralegal

NRB/er
Enclosures

cc: AAA Luxury Rentals, LLC

20-DDW-077

**ARTICLES OF ORGANIZATION
OF
AAA LUXURY RENTALS, LLC**

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TALLAHASSEE, FLORIDA

The undersigned hereby certifies that he is the authorized representative of the initial members who have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. He further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**Article 1
NAME AND ADDRESS**

The name of the limited liability company shall be AAA Luxury Rentals, LLC, and its principal place of business and its mailing address shall be 120 South Pebble Beach Boulevard in the City of Sun City Center, State of Florida 33573.

**Article 2
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under Florida Statutes.
2. To carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives of the limited liability company, or the furtherance of any of the powers herein set forth, provided the same shall not be inconsistent with the laws of the State of Florida.
4. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.
5. Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise

any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

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**Article 3
DURATION**

This limited liability company shall have perpetual existence or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**Article 4
MANAGEMENT**

The limited liability company is to be managed by one manager and the name and address of the initial manager of the company are:

Stuart M. Anderson
120 So. Pebble Beach Boulevard
Sun City Center, Florida 33573

**Article 5
MEMBERS**

The initial member of the limited liability company is:

Stuart M. Anderson
120 So. Pebble Beach Boulevard
Sun City Center, Florida 33573

**Article 6
ADMISSION OF ADDITIONAL MEMBERS**

Members shall have the right to admit new members only by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members.

**Article 7
MEMBERS RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that would otherwise terminate the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

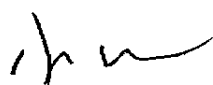
**Article 8
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

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TALLAHASSEE, FLORIDA

The Florida street address of the initial registered office of the limited liability company is Carey, O'Malley, Whitaker & Manson, P.A., 712 South Oregon Avenue, City of Tampa, County Hillsborough, State of Florida 33606-2543, and the name of its initial registered agent at such address is Daniel D. Whitaker.

The undersigned, being the designated representative of the initial member of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of AAA Luxury Rentals, LLC.

Executed by the undersigned at 712 South Oregon Avenue, Tampa, Florida 33606 on March 17, 2003.

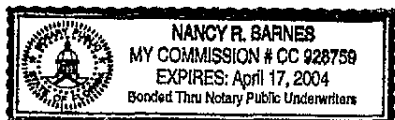


Name of Organizer/Authorized Representative of the Members:
Daniel D. Whitaker

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

Before me personally appeared Daniel D. Whitaker, authorized on behalf of the initial member of the above limited liability company, who signed the above Articles of Organization as his free and voluntary act for the uses and purposes mentioned and set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 17th day of March, 2003.



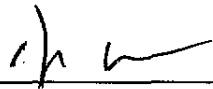
Nancy R. Barnes
Type, Print or Stamp Name of Notary _____
Personally Known _____
or Produced Identification _____
Type of Identification Produced _____

**ACCEPTANCE OF
REGISTERED AGENT / REGISTERED OFFICE**

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03 MAR 19 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, having been named in the Articles of Organization of AAA Luxury Rentals LLC, as registered agent and to accept service of process for this limited liability company at the place designated at Article 8, hereby accepts the appointment as registered agent and agrees to act in this capacity.

I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent of the Company.



Name: Daniel D. Whitaker
Registered Agent
712 South Oregon Avenue
Tampa, Florida 33606-2543